Board of Directors Meeting Minutes
The American Society for Nondestructive Testing, Inc.
By teleconference
Saturday, September 12, 2020, 11:00 a.m. EDT

1. Chairperson Cargill called the meeting to order at 11:10 a.m. (EDT).

2. Secretary/Treasurer Keck established there was a quorum:
   Scott P. Cargill, Chairperson of the Board
   Michael V. McGloin, President
   John T. Iman, Vice President
   Danny L. Keck, Secretary/Treasurer
   Neal Couture, Executive Director (nonvoting)
   Martin Anderson
   Marwan Basrawi
   John Chen
   Tsuchin Philip Chu

   Directors absent: Gerry Churchwell, Ahmed Arabi Hassen, and Anish Poudel

   Timothy E. Jones, Deputy Executive Director, Recording Secretary

   Staff: Garra Liming, Director of Marketing and Communication
   Brad Pence, Director of Finance and Controller
   Barry Schieferstein, Director of Conferences and Meetings

   Guests: Roger Engelbart, Cindy Finley, Clyde May, Ricky Morgan, Timothy Roach

3. Announcements. Chairperson Cargill asked for announcements.

   3.1 Chen stated that the American Welding Society voted to extend the terms of its board by one year due to the COVID-19 Pandemic. McGloin noted that ASM International did the same, and Couture noted he has heard of other associations doing this as well.

4. Approval of the Agenda. Chairperson Cargill introduced the meeting’s agenda for approval (attached, 2020-09-12 BOD Mtg Agenda-A).

   Keck moved the agenda be approved; Via seconded.

   Without objection the motion was approved.


   Anderson moved the Consent Agenda be approved; Chen seconded.

   Chen commented that the 2020-07-31 meeting minutes contained an editorial error in the heading. “Agenda needed to be changed to “Minutes.” The error was noted and would be fixed.

   Without objection the motion was approved.
6. **Update on ASME discussion.** Chairperson Cargill requested a motion to go into executive session.

McGloin so moved, Keck seconded. The Board went into executive session at 11:15 a.m.

Chairperson Cargill requested a motion to come out executive session.

McGloin so moved, Keck seconded. The Board came out of executive session at 11:20 a.m.

7. **Request for approval to access Board restricted operating reserves** (attached: *BB 2020-74*). Keck introduced *Board Brief 2070-74, Request for Approval to Access Board Restricted Operating Reserves*. Keck noted that the Business and Finance Committee met on Friday, September 11 and went over a proposal from Couture requesting approval to access $1 million dollars in operating reserves immediately to provide necessary cash to continue business operations through December 31, 2020. The request is in accordance with Board Policy F-10 and has the support of the Business and Finance Committee.

**Motion.** Keck moved the Executive Director be authorized to access $1 million in operating reserves immediately, as requested, to fund continuing business operations through December 31, 2020.

Chen seconded the motion.

**Secondary Motion.** Duke moved to table the motion to allow the Board time to analyze the Business and Finance Committee's recommendation.

Mitchell, Sr. seconded the motion.

The motion to table failed.

Following further discussion, the main motion carried.

8. **Feedback on bylaws amendment proposal from Town Hall meetings.**

McGloin and Keck reported that there were two ASNT Town Hall meetings held in September to discuss the proposed revision to the ASNT Bylaws. Keck noted that for ASNT Past Presidents Town Hall meeting, which was held on Friday, September 4, six former ASNT presidents participated and that during the Saturday, September 5 Town Hall meeting for general membership, that a up to 10 members participated including four ASNT Past Presidents who attended the town hall meeting held on the previous day. It was noted that holding the town hall meetings on Labor Day weekend may have caused a low turnout.

Cargill noted a member's recommendation that all comments submitted to the Board regarding important Society business, like ASNT Bylaws changes, should be addressed publicly. Cargill encouraged the Board to take steps to ensure such a process is followed in the future.
9. **ASNT’s emerging facility requirements and options** (attached: *Board Brief 2020-73*).

Couture gave an overview of *Board Brief 2020-73* and reiterated that the current 17,500 square-foot facility is no longer optimal for meeting the Society’s mission. Couture went the over the six options for a facility post pandemic. Couture recommended pursuit of Option 6, *Retain the ISC as an income producing asset and obtain suitable space elsewhere*. Following his overview and Board discussion, Couture asked for approval to develop a business case that would include much of what was presented in *BB 2020-73* and additional information such as marketability of the ISC and several options for housing a new facility. The following charge was issued.

**Charge 20-017** Couture will develop a business case outlining marketability of the ISC and for potentially relocating the ISC/Validation Center/AEC.

10. **New Business**

10.1 Strategic working group leads McGloin (Relevance across the life cycle of career development), Moore (Global strategy/relevance), Iman (Expanding value by collaborating with outside organizations) gave the Board brief updates on their areas for the strategic plan. Poudel (Advancement of NDT Technology) was not present for the meeting.

10.2 Duke asked if an estimate had been developed showing the financial impact to ASNT’s bottom line for delaying the previously planned membership dues increase. Couture shared that the estimated differential would be about $35,000.

11. **Next meeting**

11.1 Cargill stated that the next meeting is to be determined but would most likely occur sometime after the October 7th Annual Business Meeting.

12. **Adjournment.** Keck motioned for adjournment, McGloin seconded the motion.

**MOTION CARRIED.**

The meeting adjourned at 1:20 p.m. EDT.
Recommendation to Approve Fiscal Year 2021 Budget Revision 3 (attached Board Brief 2020-64).

President McGloin moved the Board go into executive session, and Director Poudel seconded the motion. The motion was approved, and the Board went into executive session at 12:08 p.m.

President McGloin moved the Board leave executive session, and Director Chen seconded the motion. The motion was approved, and at 12:48 p.m. the Board left executive session.

Mr. Keck moved that the Board approve Fiscal Year 2021 Budget Revision 3 as presented. Director Mitchell, Sr. seconded the motion.

MOTION CARRIED.

Chairperson Cargill expressed the Board’s gratitude to the Business and Finance Committee for their efforts. Keck also noted that the Business and Finance Committee is performing at a high level and offered his compliments to the group as well.


Executive Director Couture provided an update on LLC ad-hoc committee activities on behalf of LLC Committee Chair and Director Anderson. The committee and staff met several times over the last month essentially using the attorney’s checklist as a working document for completing the tasks necessary for implementing the LLC for certification and accreditation programs. The Board was asked to approve:

1. Jurisdiction for the LLC with the Committee recommending the LLC be incorporated in Ohio).
2. The name for the LLC with the Committee recommending, “ASNT Certification Services LLC.”
3. The Articles of Organization which is the official document filed with the state of Ohio (attachment Exhibit 1).

Executive Director Couture proposed the following resolution:

Be it resolved, that the Board of Directors of the American Society for Nondestructive Testing, Inc. authorize the Executive Director to file the Articles of Organization for a domestic nonprofit limited liability company in the state of Ohio as shown in Exhibit 1, to form a wholly-owned subsidiary company named “ASNT Certification Services, LLC” for the purposes of managing ASNT’s certification and accreditation programs.

Director Mitchell, Sr. seconded the motion.

MOTION CARRIED.
14. **Strategic Planning Update.**

Directors Poudel, Moore and President McGloin, and Secretary/Treasurer Keck gave updates on their respective working group activities. Director Poudel provided the attached Board Brief (attachment BB 2020-67).

Following Director Poudel’s report, Chairperson Cargill proposed the formation of a fact-finding group to focus on what opportunities exist relative to machine learning (ML). Cargill noted that outside groups are looking to ASNT to determine how ML will fit into NDT technology in the coming years and how will it impact certification testing and how will machine learning be applied in real world scenarios. Cargill requested that Executive Director Couture assign staff members Didion and/or Bennett to the working group. In addition, Chairperson Cargill asked Director Poudel to participate. Director Via was asked to reach out to the American Welding Society to measure their interest in participating, and Vice President Iman was asked to contact the American Petroleum Institute to do the same. The objective would be to develop a white paper explaining machine learning and how it could be used within the NDT industry.

15. **Adjournment.** Executive Director Couture moved to adjourn; Secretary/Treasurer Keck seconded.

**MOTION CARRIED.**

The meeting adjourned at 1:40 p.m. EDT.